

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>McAdam Timothy P</u>  (Last) (First) (Middle) <u>C/O TECHNOLOGY CROSSOVER VENTURES</u> <u>528 RAMONA STREET</u>  (Street) <u>PALO ALTO CA 94301</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rapid7, Inc. [ RPD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/16/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/16/2018		S		654,425 <sup>(1)</sup>	D	\$25.79	2,315,385	I	TCV VII, L.P. <sup>(2)</sup>
Common Stock	03/16/2018		S		339,859 <sup>(1)</sup>	D	\$25.79	1,202,435	I	TCV VII (A), L.P. <sup>(3)</sup>
Common Stock	03/16/2018		S		5,716 <sup>(1)</sup>	D	\$25.79	20,223	I	TCV Member Fund, L.P. <sup>(4)</sup>
Common Stock								5,328	I	Timothy P. McAdam <sup>(5)</sup>
Common Stock <sup>(6)</sup>								9,622	I	TCV VII Management, L.L.C. <sup>(6)</sup>
Common Stock								48,714	I	Goose Rocks Beach Partners, L.P. <sup>(7)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person \*

[McAdam Timothy P](#)

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[HOAG JAY C](#)

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[KIMBALL RICK](#)

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[DREW JOHN](#)

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[REYNOLDS JON Q JR](#)

(Last) (First) (Middle)

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(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Trudeau Robert</a>		
(Last)	(First)	(Middle)
C/O TECHNOLOGY CROSSOVER VENTURES		
528 RAMONA STREET		
(Street)		
PALO ALTO	CA	94301
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Marshall Christopher P</a>		
(Last)	(First)	(Middle)
C/O TECHNOLOGY CROSSOVER VENTURES		
528 RAMONA STREET		
(Street)		
PALO ALTO	CA	94301
(City) (State) (Zip)		

**Explanation of Responses:**

- The shares were sold in a registered public offering pursuant to a Registration Statement on Form S-3, which was declared effective by the SEC on June 2, 2017. The reported sale price represents the offering price per share to the public, net of underwriters' discount of \$0.46.
- These securities are directly held by TCV VII, L.P. ("TCV VII"). Timothy P. McAdam, Jay C. Hoag, Christopher P. Marshall, Jon Q. Reynolds, Jr., Richard H. Kimball, John L. Drew, Robert W. Trudeau, John C. Rosenberg and David L. Yuan (collectively, the "TCM VII Directors") are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and limited partners of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the general partner of TCM VII, which is the general partner of TCV VII. The TCM VII Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, but each of the TCM VII Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- These securities are directly held by TCV VII (A), L.P. ("TCV VII (A)"). The TCM VII Directors are Class A Directors of Management VII and limited partners of TCM VII. Management VII is the general partner of TCM VII, which is the general partner of TCV VII (A). The TCM VII Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), but each of the TCM VII Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- These securities are directly held by TCV Member Fund, L.P. ("TCV MF"). The TCM VII Directors are Class A Directors of Management VII, which is a general partner of TCV MF, and limited partners of TCV MF. The TCM VII Directors and Management VII may be deemed to beneficially own the securities held by TCV MF, but the TCM VII Directors and Management VII each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- Shares held directly by Timothy P. McAdam.
- Represents restricted stock units ("RSUs") held of record by Timothy P. McAdam, for the benefit of TCV VII Management, L.L.C. ("TCV VII Management"). Each RSU represents a contingent right to receive one share of common stock the issuer. The RSUs vest in full on the earlier of (i) the date of the issuer's next annual meeting of stockholders held after the date of the grant or (ii) the first anniversary of the date of grant, in each case subject to Mr. McAdam's continued service with the issuer through the applicable vesting date. Jay C. Hoag, Christopher P. Marshall, Jon Q. Reynolds, Jr., Richard H. Kimball, John L. Drew and Robert W. Trudeau (the "TCM Members") are members of TCV VII Management. Mr. McAdam and the TCM Members each disclaims beneficial ownership of such RSUs and the underlying shares of the issuer's common stock except to the extent of their respective pecuniary interests therein.
- Richard H. Kimball is the General Partner of Goose Rocks Beach Partners, L.P. Mr. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

**Remarks:**

This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by David L. Yuan, John C. Rosenberg, TCV VII, L.P., TCV VII (A), L.P., TCV Member Fund, L.P., and Technology Crossover Management VII, L.P. on March 20, 2018 and relates to the same transactions.

[Frederic D. Fenton,](#)  
[Authorized Signatory for](#) 03/20/2018  
[Timothy P. McAdam](#)

[Frederic D. Fenton,](#)  
[Authorized Signatory for Jay](#) 03/20/2018  
[C. Hoag](#)

[Frederic D. Fenton,](#)  
[Authorized Signatory for](#) 03/20/2018  
[Richard H. Kimball](#)

[Frederic D. Fenton,](#)  
[Authorized Signatory for John](#) 03/20/2018  
[L. Drew](#)

[Frederic D. Fenton,](#)  
[Authorized Signatory for Jon](#) 03/20/2018  
[Q. Reynolds, Jr.](#)

[Frederic D. Fenton,](#)  
[Authorized Signatory for](#) 03/20/2018  
[Robert W. Trudeau](#)

[Frederic D. Fenton,](#)  
[Authorized Signatory for](#) 03/20/2018  
[Christopher P. Marshall](#)

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**